



THOMAS D. MARION
TREASURER

RECORDATION NO. 21133-H
FILED
SEP 14 11-10 AM

TTX COMPANY
101 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 853-3223

DIRECT LINE (312) 984-3821
FAX (312) 984-3855

September 14, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20006

Dear Mr. Williams:

Submitted herewith for filing and recording under 49 U.S.C. Section 11301 and the regulations promulgated thereunder are three (3) fully executed copies of the following documents:

- 1) Manufacturer's Release dated as of August 17, 1998.

This Release is a secondary document, supplementing both

- the Manufacturing Agreement dated as of December 11, 1997, and recorded on January 2, 1998 under recordation number 21133, and the Manufacturing Agreement Supplement No. 2 dated as of April 20, 1998, recorded on April 24, 1998 under recordation number 21133-B, and
- the Manufacturing Agreement dated as of April 20, 1998, and recorded on May 5, 1998 under recordation number 21369.

Parties to this transaction are as follows:

TTX Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

National Steel Car Limited (Manufacturer)
602 Kenilworth Avenue North
Hamilton, Ontario L8N 3J4
CANADA

RECEIVED
SURFACE TRANSPORTATION
BOARD
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C. Quarterparts - V. Bartman

Mr. Vernon A. Williams
Page Two

The general description of the equipment is as follows:

NO. OF UNITS	MARKED	TYPE	AAR MECHANICAL DESIGNATION	NUMBERED
1) 14	DTTX	3-unit drawbar-connected double-stack well car with 48' wells.	FC	27328, 27538-27550.
1) 15	DTTX	3-unit drawbar-connected double-stack well car with 48' wells.	FC	430166, 430173, 430176, 430184, 430187, 430190-430199.
1) 46	TTRX	3-unit 57-foot articulated all-purpose spine flatcars for carrying containers or trailers	FCA	370000-370008, 370010, 370012-370013, 370015-370035, 370037-370049.

Enclosed is our check in the amount of \$26.00 to cover filing fees.

Once the filings have been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me.

Very truly yours,



TDM:mkh

Enclosures

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P.S. Please call Jane Wilhelm at 312-984-3841 as soon as this agreement is recorded advising her of the recordation number, date and time. Thank you very much.

MANUFACTURER'S RELEASE

RECORDATION NO. 21133-H FILED


SEP 16 '98


11-10AM

NATIONAL STEEL CAR LIMITED, the manufacturer named in certain Manufacturing Agreements dated as of December 11, 1997, April 20, 1998 and *April 20, 1998*, with TTX Company, which agreements have been filed and recorded with the Interstate Commerce Commission pursuant to Section 11301(a) of Title 49 of the United States Code on January 2, 1998, April 24, 1998 and May 5, 1998 respectively, and assigned recordation number 21133, 21133-B and 21369 respectively, does hereby acknowledge receipt of all amounts due under said agreement in respect of, and does hereby release all of its right, title and interest in and to, the railroad equipment listed Schedule A hereto.

ATTEST

NATIONAL STEEL CAR LIMITED


George Lock
Vice President - Finance

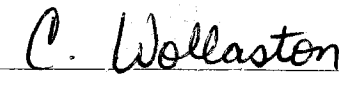
By: 
John Marinucci
President & COO

CITY OF HAMILTON)

) SS:

PROVINCE OF ONTARIO)

On this 17th day of August, 1998, before me personally appeared George Lock, to me personally known, who, by me being duly sworn, says that he is Vice President - Finance of National Steel Car Limited, that the seal affixed to the foregoing instrument is the corporate seal of said company, and that said instrument was signed and sealed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.


Notary Public

COLOMBA ANNE WOLLASTON, Notary Public,
Regional Municipality of Hamilton-Wentworth,
limited to the attestation of instruments and
the taking of affidavits for National Steel
Car Limited. Expires April 15, 2001.

TTX

SCHEDULE "A" TO BILL OF SALE, MANUFACTURER'S RELEASE AND INVOICE # 33059

P.4075/97

DELIVERY OF 3 UNIT DRAWBAR CONNECTED COFC WELL CAR

<u>DATE</u> <u>ACCEPTED</u>	<u>DTTX:</u> <u>SERIES</u>	<u>DTTX:</u> <u>SERIES</u>	<u>DTTX:</u> <u>SERIES</u>	<u>DTTX:</u> <u>SERIES</u>	<u>QUANTITY</u>	<u>CUMULATIVE</u> <u>TOTAL</u>
16-Jun-98						337
02-Jul-98	27539	27540	27541	27543	4	341
06-Jul-98	27542 27548	27544	27546	27547	5	346
07-Jul-98	27538	27545	27549	27550	4	350
08-Jul-98	27328				1	351
			TOTAL		<u>14</u>	

TTX

SCHEDULE "A" TO BILL OF SALE, MANUFACTURER'S RELEASE AND INVOICE # 33058

P.4275/97

DELIVERY OF 3 UNIT DRAWBAR CONNECTED COFC WELL CAR

DATE ACCEPTED	DTTX: SERIES	DTTX: SERIES	DTTX: SERIES	DTTX: SERIES	QUANTITY	CUMULATIVE TOTAL
30-Jun-98						185
01-Jul-98	430173 430195	430184 430196	430187	430194	6	191
02-Jul-98	430176	430193			2	193
07-Jul-98	430191				1	194
08-Jul-98	430197 430192	430198			2 1	196 197
09-Jul-98	430166 430199	430190			2 1	199 200
TOTAL					<u>15</u>	

TTX

SCHEDULE "A" TO BILL OF SALE, MANUFACTURER'S RELEASE AND INVOICE # 33080

P4140

DELIVERY OF 3 UNIT DRAWBAR CONNECTED COFC WELL CAR

<u>DATE</u> <u>ACCEPTED</u>	<u>TTRX:</u> <u>SERIES</u>	<u>TTRX:</u> <u>SERIES</u>	<u>TTRX:</u> <u>SERIES</u>	<u>TTRX:</u> <u>SERIES</u>	<u>QUANTITY</u>	<u>CUMULATIVE</u> <u>TOTAL</u>
2-Jul-98	370000				1	1
14-Jul-98	370002	370003			2	3
17-Jul-98	370001 370007	370004	370005	370006	5	8
20-Jul-98	370008	370012	370013		3	11
21-Jul-98	370010	370016			2	13
22-Jul-98	370017	370021			2	15
23-Jul-98	370019	370022			2	17
24-Jul-98	370020 370024				1 1	18 19
27-Jul-98	370018	370023	370028	370029	4	23
28-Jul-98	370025	370026			2	25
29-Jul-98	370015 370031	370030	370035	370027	5	30
30-Jul-98	370032	370034	370039		3	33
31-Jul-98	370037 370043	370040 370045	370041	370042	6	39
01-Aug-98	370033	370048			2	41
04-Aug-98	370038 370049	370044	370046	370047	5	46
TOTAL					<u>46</u>	